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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

JAMES BRADY, SARAH CAVANAGH, and
IVA CHIU, individually and on behalf of all
others similarly situated,

Plaintiffs,

vs.

DELOITTE & TOUCHE LLP, a limited liability
partnership; and DOES 1-10, inclusive,

Defendants

CASE NO.: C-08-00177 SI

**STIPULATION AND [PROPOSED]
ORDER GRANTING LEAVE TO FILE
PERMANENTLY UNDER SEAL**

Pursuant to Civil Local Rule 79-5

Date: February 19, 2010

Time: 9:00 A.M.

Courtroom: 10

Judge: The Hon. Susan Illston

Complaint filed: February 8, 2008

Trial Date: None Set

STIPULATION

Pursuant to Local Rules 7-12 and 79-5, and the Court's Standing Order, Plaintiffs and Defendant, through their respective counsel, submit the following stipulation and [proposed] order granting Plaintiffs leave to file permanently under seal the materials described below.

WHEREAS, in the course of the discovery the parties have produced and disclosed confidential, proprietary, and other private information related to the parties, as well as Defendant's clients, designated "Confidential" or "Highly Confidential - Attorneys' Eyes Only" pursuant to the parties' Stipulated Protective Order signed by the Court on March 10, 2009, and filed in the above captioned action on March 11, 2009 ("Designated Produced Materials"), for which special protection from public disclosure and from use for any purpose other than prosecuting this litigation would be warranted;

WHEREAS, the parties agree that material designated as confidential, proprietary, and other private information related to the parties, as well as Defendant's clients, will also be included in or discussed in the parties filings on the Plaintiffs' Motion for Class Certification ("Designated Motion Materials");

WHEREAS, the parties agree that the Designated Produced Materials and Designated Motion Materials consist of what Defendant considers to be Defendant's proprietary employee training materials, proprietary guidance for conducting audits, proprietary policies, confidential employee personnel and pay data, and confidential and proprietary audit work papers, as well as the confidential and proprietary information of Defendant's clients.

WHEREAS, the parties agree that the Designated Produced Materials, including all information derived from the Designated Produced Materials, and the Designated Motion Materials should be filed permanently under seal on the ground that good cause exists to prevent the disclosure of this confidential, proprietary, and financial information. *See, e.g., In re Adobe Systems Inc. Securities Litigation*, 141 F.R.D. 155, 158 (N.D. Cal. 1992) (good cause exists when disclosure of proprietary or financial information would put a company at a competitive disadvantage); *Hirschfeld v. Stone*, 193 F.R.D. 175, 187 (S.D. N.Y. 2000) ("disclosure of confidential information is the quintessential type of irreparable harm that cannot be compensated

or undone by money damages); *Encyclopedia Brown Prod., Ltd. v. Home Box Office, Inc.*, 26 F. Supp 2d 606, 614 (S.D. N.Y. 1998) (that party would be irreparably harmed by disclosure of confidential business information supported sealing, even though documents dealt with business information dating back several years).

NOW THEREFORE, the parties hereby stipulate, subject to Court approval, that the following materials/information be filed permanently under seal:

1. Exhibit A - relevant portions of Scott Smith's deposition transcript;
2. Exhibit B - relevant portions of Iva Chiu's deposition transcript;
3. Exhibit C – relevant portions of James Brady's deposition transcript;
3. Exhibit D - "Performance Support-Cash MAP Supplement" (DT 051492-051503);
4. Exhibit E - "Welcome to ... NorPac AERS Resource Management" (DT 907-910);
5. Exhibit F - "Deloitte Audit Approach Manual" (DT 1896-1900);
6. Exhibit G - "Detailed Review of Working Papers" (DT 2764);
7. Exhibit H - "Audit Engagement Partner" (DT 2783-2970);
8. Exhibit I - "Managing the Audit Engagement" (DT 72309-72311);
9. Exhibit J - "Form E" (DT 173201-173205);
10. Exhibit K - "Audit Index" (DT 173530.1-173530.10);
11. Exhibit L - "Significant Findings or Issues Other Than Risks" (DT 175163-175165);
12. Exhibit M- "Plaintiffs' Reply Brief In Support Of Plaintiffs' Class Certification Motion"; and,
13. Exhibit N – Compendium of Declarations.

IT IS SO STIPULATED, THROUGH COUNSEL OF RECORD.

COUNSEL FOR PLAINTIFFS

DATE: January 28, 2010

By: /s/ Daria Dub Carlson
 DARIA DUB CARLSON
 JEFFREY K. COMPTON
 WILLIAM A. BAIRD

Markun Zusman & Compton LLP
STEVE ELSTER
Law Office of Steve Elster

COUNSEL FOR DEFENDANTS

DATE: January 28, 2010

By: /S/ Kathryn M. Davis
LINDA E. SHOSTAK
JAMES E. BODDY, JR.
Morrison & Foerster LLP

ECF CERTIFICATION

I hereby attest that I have obtained concurrence regarding the filing of this document from each of the signatories within the e-filed document. That said documents be filed under seal in accordance with LR 79-5

DATE: January 28, 2010

By: /S/ Daria D. Carlson
Daria Dub Carlson

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: _____



Honorable Susan Illston
United States District Court Judge